

CERTIFICATE OF INCORPORATION

OF

ACCOUNTABLE NEW YORK, INC.

The undersigned does hereby make and acknowledge this Certificate of Incorporation for the purpose of forming a nonprofit nonstock corporation pursuant to Section 102 of the General Corporation Law of the State of Delaware.

Section 1. Name. The name of the Corporation is Accountable New York, Inc. (the "Corporation").

Section 2. Registered Office and Agent. The address of the Corporation's registered office in the State of Delaware is Corporation Service Company, 251 Little Falls Drive, City of Wilmington, County of New Castle, Delaware 19808. The name of the Corporation's registered agent at such address is Corporation Service Company.

Section 3. Purposes. The Corporation is a nonprofit nonstock corporation, and it is organized and shall be operated as a social welfare organization described in section 501(c)(4) of the United States Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent tax laws (the "Code").

Section 4. Stock and Membership. The Corporation shall not have authority to issue any capital stock. The conditions of membership in the Corporation, or other criteria for identifying members, if any, shall be as provided in the Bylaws.

Section 5. Board of Directors. Except as otherwise provided by law, or in any Bylaws of the Corporation, all the affairs of the Corporation shall be managed and all the powers of the Corporation shall be exercised by the Board of Directors. The number of directors and the manner of their election shall be as provided in the Bylaws and, unless otherwise provided therein, the election of directors need not be by ballot.

Section 6. Incorporator. The name and mailing address of the incorporator are as follows:

Name

Address

E. O'Brien Murray

P.O. Box 4628
New York, NY 10185

Section 7. Restrictions and Limitations. (a) The Corporation shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent it from qualifying (and continuing to qualify) as a corporation described in section 501(c)(4) of the Code.

(b) The Corporation shall not be conducted or operated for profit, and no part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, any of its incorporator, directors, officers or other private shareholder or individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 3 hereof.

Section 8. Indemnification; Limitation of Liability of Directors. (a) To the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same now exists or may hereafter be amended, the Corporation may indemnify any and all persons whom it shall have power to indemnify from and against any and all expenses, liabilities or other matters, all as more fully provided in the Bylaws.

(b) To the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same now exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation for monetary damages for breach of fiduciary duty as a director.

Section 9. Amendments. The Board of Directors has the right to amend, alter, change or repeal any provision contained in this Certificate or in the Bylaws of the Corporation in the manner now or hereafter provided by law, and all rights conferred herein on directors are subject to this reserved power; provided, that any such amendment, alteration, change or repeal shall be consistent with the requirements of section 501(c)(4) of the Code; and provided, further, that any amendment, alteration, change or repeal which reduces or limits the exculpation or indemnification of the persons referred to herein, or which adversely affects (from the point of view of the director) any limitation on the personal liability of a director, shall apply prospectively only and shall not be given retroactive effect.

Section 10. Liquidation. In the event of the termination, dissolution or winding up of the Corporation in any manner or for any reason whatsoever, its remaining net assets, if any, shall be distributed exclusively for one or more of the purposes stated in Section 3 hereof in such manner, or to one or more organizations then described in section 501(c) of the Code, as the Board of Directors shall determine; and none of such property, assets or proceeds shall be distributed to, or divided among, any of the incorporator, directors or officers of the Corporation or any other private shareholder or individual.

I, the undersigned incorporator hereinbefore named, for the purpose of forming a nonprofit nonstock corporation pursuant to the General Corporation Law of the State of

Delaware, do hereby make, file and record this Certificate of Incorporation, hereby declaring and certifying that the facts stated herein are true, and accordingly have hereunto set my hand on this 8th day of February, 2019.

/s/ E. O'Brien Murray
E. O'Brien Murray
Incorporator